

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	Chapter 11
JOANN INC., <i>et al.</i> , ¹	Case No. 25-10068 (CTG)
Debtors.	(Jointly Administered)
	Obj. Deadline: April 11, 2025 at 4:00 p.m. (ET)

**SUMMARY OF COMBINED MONTHLY FEE APPLICATION OF KROLL
RESTRUCTURING ADMINISTRATION LLC, ADMINISTRATIVE
ADVISOR TO THE DEBTORS, FOR COMPENSATION FOR
SERVICES AND REIMBURSEMENT OF EXPENSES FOR THE
PERIOD FROM JANUARY 15, 2025 THROUGH FEBRUARY 28, 2025**

Name of Applicant:	Kroll Restructuring Administration LLC ("Kroll")
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	March 4, 2025, effective as of January 15, 2025
Period for which compensation and reimbursement is sought:	January 15, 2025 through February 28, 2025 (the " Fee Period ")
Amount of compensation sought as actual, reasonable and necessary:	\$4,719.19 (of which Kroll seeks payment of 80% or \$3,775.35)
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0.00
Total amount to be paid at this time:	\$3,775.35

This is a: X monthly final application.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: JOANN Inc. (5540); Needle Holdings LLC (3814); Jo-Ann Stores, LLC (0629); Creative Tech Solutions LLC (6734); Creativebug, LLC (3208); WeaveUp, Inc. (5633); JAS Aviation, LLC (9570); joann.com, LLC (1594); JOANN Ditto Holdings Inc. (9652); Dittopatterns LLC (0452); JOANN Holdings 1, LLC (9030); JOANN Holdings 2, LLC (6408); and Jo-Ann Stores Support Center, Inc. (5027). The Debtors' mailing address is 5555 Darrow Road, Hudson, Ohio 44236.

The total time expended for the preparation of Kroll's monthly fee application is approximately 3 hours. The corresponding compensation is not included herein but will be requested in a future application.

Prior Applications

No prior applications have been filed.

Summary of Hours Billed by Kroll Employees During the Fee Period

Kroll Employee	Position of the Applicant	Total Hours	Hourly Rate	Total Fees Requested
Brunswick, Gabriel	Managing Director	0.50	\$275.00	\$137.50
Orchowski, Alex T	Director of Solicitation	6.40	\$250.00	\$1,600.00
Bitman, Oleg	Director	1.20	\$235.00	\$282.00
Brown, Mark M	Solicitation Consultant	13.00	\$225.00	\$2,925.00
Cheney, Edward	Solicitation Consultant	0.30	\$225.00	\$67.50
Taatjes, Hayden S	Solicitation Consultant	2.40	\$225.00	\$540.00
	Total:	23.80		\$5,552.00²
	Blended Rate		\$233.28	

Summary of Fees Billed by Subject Matter During the Fee Period

Matter Description	Total Hours	Total Fees Requested
Call Center / Credit Inquiry	5.50	\$1,237.50
Disbursements	1.20	\$282.00
Retention / Fee Application	0.50	\$137.50
Solicitation	16.60	\$3,895.00
	23.80	\$5,552.00³

Summary of Expenses Incurred During the Fee Period

Description	Total Expenses Requested
N/A	\$0.00
Total:	\$0.00

[Remainder of page intentionally left blank.]

^{2, 3} This amount has been discounted to \$4,719.19 in accordance with the terms of Kroll's retention. Taking into account this discount, the blended hourly rate is \$198.29.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

JOANN INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 25-10068 (CTG)

(Jointly Administered)

Obj. Deadline: April 11, 2025 at 4:00 p.m. (ET)

**COMBINED MONTHLY FEE APPLICATION OF KROLL
RESTRUCTURING ADMINISTRATION LLC, ADMINISTRATIVE
ADVISOR TO THE DEBTORS, FOR COMPENSATION FOR
SERVICES AND REIMBURSEMENT OF EXPENSES FOR THE
PERIOD FROM JANUARY 14, 2025 THROUGH FEBRUARY 28, 2025**

Kroll Restructuring Administration LLC (“**Kroll**”), administrative advisor to JOANN Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”), files this combined monthly fee application (this “**Application**”), pursuant to sections 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-1 of the Local Rules for the United States Bankruptcy Court for the District of Delaware (as may be amended, modified, or supplemented, the “**Local Bankruptcy Rules**”) and the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief* [Docket No. 552] (the “**Interim Compensation Order**”), for payment of compensation for professional services rendered to the Debtors and for reimbursement of actual and necessary expenses incurred in connection with such services for the period from January 15,

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: JOANN Inc. (5540); Needle Holdings LLC (3814); Jo-Ann Stores, LLC (0629); Creative Tech Solutions LLC (6734); Creativebug, LLC (3208); WeaveUp, Inc. (5633); JAS Aviation, LLC (9570); joann.com, LLC (1594); JOANN Ditto Holdings Inc. (9652); Dittopatterns LLC (0452); JOANN Holdings 1, LLC (9030); JOANN Holdings 2, LLC (6408); and Jo-Ann Stores Support Center, Inc. (5027). The Debtors’ mailing address is 5555 Darrow Road, Hudson, Ohio 44236.

2025 through February 28, 2025 (the “**Fee Period**”). In support of this Application, Kroll respectfully represents as follows:

Preliminary Statement

1. Pursuant to this Application, Kroll seeks allowance and approval of aggregate fees in the amount of \$4,719.19 (of which Kroll seeks payment of 80% or \$3,775.35) and reimbursement of expenses in the amount of \$0.00.

2. On March 4, 2025, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered the *Order Authorizing the Retention and Employment of Kroll Restructuring Administration LLC as Administrative Advisor Effective as of the Petition Date* [Docket No. 544], which authorized the Debtors to retain Kroll as administrative advisor in these chapter 11 cases effective as of the Petition Date (as defined below). In addition, pursuant to the Interim Compensation Order, the Court authorized Kroll to file this Application for monthly compensation and authorized the Debtors to compensate Kroll in accordance with the procedures set forth therein, in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules and such other procedures as may be fixed by order of the Court.

3. Pursuant to the Interim Compensation Order, upon the expiration of the Objection Deadline (as defined in the Interim Compensation Order), the Debtors are authorized and directed to pay Kroll an amount equal to the lesser of: (a) 80% of the fees and 100% of the expenses requested in this Application; or (b) 80% of the fees and 100% of the expenses requested in this Application that are not subject to an Objection (as defined in the Interim Compensation Order).

Jurisdiction

4. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District

of Delaware, dated as of February 29, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

5. Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

6. The statutory bases for the relief requested herein are sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016 and Local Bankruptcy Rule 2016-1.

Background

7. On January 15, 2025 (the “**Petition Date**”), the Debtors filed with the Court voluntary petitions for relief under the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors-in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. As of the date hereof, no trustee or examiner has been appointed in these chapter 11 cases. On January 28, 2025, the Office of the United States Trustee for the District of Delaware appointed a committee of unsecured creditors under section 1102(a)(1) of the Bankruptcy Code [Docket No. 198].

Relief Requested

8. By this Application, Kroll requests (a) allowance and approval of aggregate fees in the amount of \$4,719.19 (of which Kroll seeks payment of 80% or \$3,775.35) on account of reasonable and necessary professional services rendered to the Debtors by Kroll, and (b) reimbursement of actual and necessary costs and expenses in the amount of \$0.00.

Compliance with the Interim Compensation Order

9. Kroll has prepared this Application in accordance with the procedures set forth in the Interim Compensation Order. During the Fee Period, Kroll professionals billed a total of 23.80 hours for which compensation is requested. Kroll’s hourly rates are set at a level designed to fairly compensate Kroll for the work of its professionals and to cover routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are

subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.

10. Further, **Exhibit A** hereto: (a) identifies each individual that rendered services to the Debtors during the Fee Period; (b) describes each activity or service that such individual performed and categorizes those services by subject matter; (c) states the number of hours (in increments of tenths of an hour) spent by such individual providing the services; and (d) as applicable, lists the amount and type of expenses incurred.

Summary of Professional Services Rendered

11. The professional services that Kroll rendered during the Fee Period are grouped by subject matter and summarized as follows:

- **Call Center / Credit Inquiry**

Fees: \$1,237.50; Hours: 5.50

Call Center / Credit Inquiry services provided included preparing, providing and updating responses to frequently asked questions in connection with solicitation.

- **Disbursements**

Fees: \$282.00; Hours: 1.20

Disbursements services provided included conferring and coordinating among the Kroll case team and other Debtor professionals regarding payments to professionals.

- **Retention / Fee Application**

Fees: \$137.50; Hours: 0.50

Retention / Fee Application services provided included reviewing and revising the application to retain Kroll as administrative advisor.

- Solicitation

Fees: \$3,895.00; Hours: 16.60

Solicitation services provided included: (a) conferring and coordinating among the Kroll case team and Debtors' counsel regarding solicitation of the Debtors' plan; (b) reviewing, analyzing and revising draft solicitation documents, including the disclosure statement, voting procedures and ballots, and the motion to approve same; and (c) coordinating case website updates to provide for electronic balloting.

Summary of Expenses Incurred

12. Kroll is not currently aware of any actual and necessary expenses incurred during the Fee Period in rendering the services described herein.

Representations and Reservation of Rights

13. The undersigned has reviewed the requirements of Local Bankruptcy Rule 2016-1 and hereby attests that this Application conforms to such requirements.

14. Although every effort has been made to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this Application due to delays caused by accounting and processing during the Fee Period. Kroll reserves the right to make further application to the Court for allowance of such fees and expenses not included herein. Subsequent fee applications will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and the Interim Compensation Order.

Notice

15. Kroll has provided notice of this Application to all parties required to receive such notice under the Interim Compensation Order. In light of the nature of the relief requested herein, Kroll respectfully submits that no further notice is necessary.

Conclusion

WHEREFORE, pursuant to the Interim Compensation Order, Kroll requests:

(a) allowance and approval of aggregate fees in the amount of \$4,719.19 (of which Kroll seeks payment of 80% or \$3,775.35) on account of reasonable and necessary professional services rendered to the Debtors by Kroll, and (b) reimbursement of actual and necessary costs and expenses in the amount of \$0.00.

Dated: March 21, 2025
New York, New York

/s/ Gabriel Brunswick
Gabriel Brunswick
Associate General Counsel
Kroll Restructuring Administration LLC
1 World Trade Center, 31st Floor
New York, NY 10007
Phone: (212) 257-5450
gabriel.brunswick@kroll.com

Administrative Advisor to the Debtors

VERIFICATION

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

I, Gabriel Brunswick, after being duly sworn according to law, depose and say:

1. I am the Associate General Counsel of Kroll Restructuring Administration LLC.
2. I am generally familiar with the work performed on behalf of the Debtors by Kroll professionals.
3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information, and belief.
4. I have reviewed the requirements of Local Rule 2016-1 of the United States Bankruptcy Court for the District of Delaware, and to the best of my knowledge, information and belief, the foregoing Application complies with such Local Rule.



Gabriel Brunswick

SWORN TO AND SUBSCRIBED before me this 21st day of March, 2025.

/s/ Cindy C. Hosein-Mohan
Notary Public, State of New York
No. 01HO6295177
Qualified in Nassau County
Commission Expires December 30, 2025

Exhibit A

Fee Detail



Hourly Fees by Employee through January 2025

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
GB	Brunswick, Gabriel	MD - Managing Director	0.50	\$275.00	\$137.50
TOTAL:			0.50		\$137.50

Hourly Fees by Task Code through January 2025

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
RETN	Retention / Fee Application	0.50	\$137.50
TOTAL:		0.50	\$137.50

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Invoice #: 26527

Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
01/28/25	GB	MD	Review and revise 327 application	Retention / Fee Application	0.50
Total Hours					0.50



Hourly Fees by Employee through February 2025

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
MMB	Brown, Mark M	SA - Solicitation Consultant	13.00	\$225.00	\$2,925.00
ECH	Cheney, Edward	SA - Solicitation Consultant	0.30	\$225.00	\$67.50
HST	Taatjes, Hayden S	SA - Solicitation Consultant	2.40	\$225.00	\$540.00
OB	Bitman, Oleg	DI - Director	1.20	\$235.00	\$282.00
ATO	Orchowski, Alex T	DS - Director of Solicitation	6.40	\$250.00	\$1,600.00
TOTAL:			23.30		\$5,414.50

Hourly Fees by Task Code through February 2025

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
DISB	Disbursements	1.20	\$282.00
INQR	Call Center / Creditor Inquiry	5.50	\$1,237.50
SOLI	Solicitation	16.60	\$3,895.00
TOTAL:		23.30	\$5,414.50

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Invoice #: 26791

Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
02/04/25	OB	DI	Confer and correspond with B. Weiland and M. McNamara (A&M), G. Brunswick and J. Searles (Kroll) re payments to professionals and follow up re same	Disbursements	1.20
02/18/25	ECH	SA	Respond to nominee inquiries re solicitation	Solicitation	0.30
02/19/25	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	2.40
02/20/25	MMB	SA	Quality assurance review of draft solicitation documents	Solicitation	3.10
02/21/25	MMB	SA	Quality assurance review of draft solicitation documents	Solicitation	3.70
02/24/25	ATO	DS	Review and analyze the draft disclosure statement motion and exhibits in preparation for solicitation	Solicitation	5.60
02/25/25	ATO	DS	Review and analyze the draft plan and disclosure statement in preparation for solicitation	Solicitation	0.80
02/25/25	MMB	SA	Review solicitation documents in preparation for solicitation	Solicitation	0.60
02/26/25	MMB	SA	Update FAQ materials for use in connection with responses to solicitation inquiries	Call Center / Creditor Inquiry	3.70
02/26/25	MMB	SA	Confer with A. Orchowski (Kroll) regarding solicitation	Solicitation	0.10
02/27/25	MMB	SA	Update FAQ materials for use in connection with responses to solicitation inquiries	Call Center / Creditor Inquiry	1.80
Total Hours					23.30